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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 8759-7

FILED

JAN 29 '99

11-30AM

OF COUNSEL
URBAN A. LESTER

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 8759.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Country Parts

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

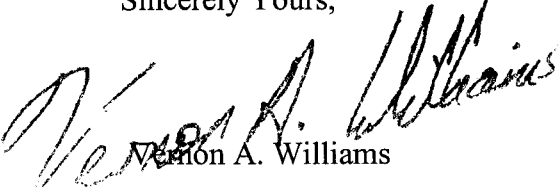
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/29/99 at 11:30 AM, and

assigned recordation numbers (s): 22004, 22005, 22005-A, 22006, 22006-A, 22006-B,
22006-C, 8759-J, 9026-I, 9777-E, 10361-G, 16132-C,
17953-D, 17954-D, 18066-P, 18190-B, 18436-B,
and 20266-A.

Sincerely Yours,

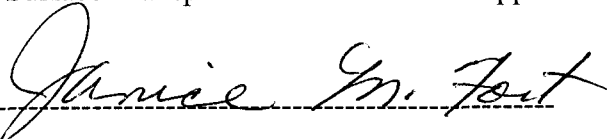

Vernon A. Williams

Enclosure(s) (18)

468.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature:-----





FILED

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District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated December 22, 1998 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 27th day of January, 1999.


NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 8759

Equipment Description:

Number of Units: twenty (20)
Model: C30-7

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	5510	BNSF	5510
BN	5511	BNSF	5511
BN	5512	BNSF	5512
BN	5513	BNSF	5513
BN	5514	BNSF	5514
BN	5515	BNSF	5515
BN	5516	BNSF	5516
BN	5517	BNSF	5517
BN	5518	BNSF	5518
BN	5519	BNSF	5519
BN	5520	BNSF	5520
BN	5521	BNSF	5521
BN	5522	BNSF	5522
BN	5523	BNSF	5523
BN	5524	BNSF	5524
BN	5525	BNSF	5525
BN	5526	BNSF	5526
BN	5527	BNSF	5527
BN	5528	BNSF	5528
BN	5529	BNSF	5529

Equipment Description:

Number of Units: thirty-nine (39)
Model: SD40-2

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	6773	BNSF	6773
BN	6774	BNSF	6774
BN	6775	BNSF	6775
BN	6776	BNSF	6776
BN	6777	BNSF	6777
BN	6778	BNSF	6778
BN	6779	BNSF	6779
BN	6780	BNSF	6780

BN	7800	BNSF	7800
BN	7801	BNSF	7801
BN	7802	BNSF	7802
BN	7803	BNSF	7803
BN	7804	BNSF	7804
BN	7805	BNSF	7805
BN	7806	BNSF	7806
BN	7807	BNSF	7807
BN	7808	BNSF	7808
BN	7809	BNSF	7809
BN	7810	BNSF	7810
BN	7811	BNSF	7811
BN	7812	BNSF	7812
BN	7813	BNSF	7813
BN	7814	BNSF	7814
BN	7815	BNSF	7815
BN	7816	BNSF	7816
BN	7817	BNSF	7817
BN	7818	BNSF	7818
BN	7819	BNSF	7819
BN	7830	BNSF	7830
BN	7831	BNSF	7831
BN	8000	BNSF	8000
BN	8001	BNSF	8001
BN	8002	BNSF	8002
BN	8003	BNSF	8003
BN	8004	BNSF	8004
BN	8005	BNSF	8005
BN	8006	BNSF	8006
BN	8007	BNSF	8007
BN	8008	BNSF	8008
BN	8009		

Casualty: BN 8009